AMENDMENTS TO THE CLAIMS

Please cancel claims 160, 161, 171, 172, 191, 192 and 198-201, without prejudice.

Please amend claims 136, 173 and 193, as shown in the following list of claims:

1.-135. (Canceled).

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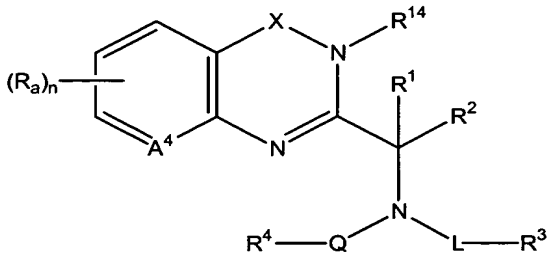
136. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt ~~or prodrug~~ thereof wherein:

A^4 is N;

X is ~~-C(O)-, $-CH_2-$ or a bond;~~ -C(O)- or $-CH_2-$;

R^1 and R^2 are members independently selected from the group consisting of H and (C_1-C_4)alkyl;

R^3 is a member selected from the group consisting of hydroxy, (C_1-C_8)alkoxy, amino, (C_1-C_8)alkylamino, di(C_1-C_8)alkylamino, (C_2-C_8)heteroalkyl, (C_3-C_9)heterocyclyl, (C_1-C_8)acylamino, amidino, guanidino, ureido, cyano, heteroaryl, $-CONR^9R^{10}$ and $-CO_2R^{11}$;

R^4 is a member selected from the group consisting of (C_1-C_{20})alkyl, (C_2-C_{20})heteroalkyl, heteroaryl, aryl, heteroaryl(C_1-C_6)alkyl, heteroaryl(C_2-C_6)heteroalkyl, aryl(C_1-C_6)alkyl and aryl(C_2-C_6)heteroalkyl;

each R^9, R^{10} and R^{11} is independently selected from the group consisting of H, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, heteroaryl, aryl, heteroaryl(C_1-C_6)alkyl, heteroaryl(C_2-C_8)heteroalkyl, aryl(C_1-C_8)alkyl and aryl(C_2-C_8)heteroalkyl;

R^{14} is substituted or unsubstituted aryl or heteroaryl;

Q is -C(O)-;

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L is $(C_1\text{-}C_8)$alkylene;

the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R", -SR', -R', -CN, $-NO_2$, $-CO_2R'$, -CONR'R"; -C(O)R', -OC(O)NR'R", -NR"C(O)R', $-NR"C(O)_2R'$, ,-NR'-C(O)NR"R"', $-NH\text{-}C(NH_2)=NH$, $-NR'C(NH_2)=NH$, $-NH\text{-}C(NH_2)=NR'$, $-S(O)R'$, $-S(O)_2R'$, $-S(O)_2NR'R"$, $-N_3$, $-CH(Ph)_2$, perfluoro$(C_1\text{-}C_4)$alkoxy and perfluoro$(C_1\text{-}C_4)$alkyl, wherein R', R" and R"' are each independently selected from the group consisting of H, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-$(C_1\text{-}C_4)$alkyl and (unsubstituted aryl)oxy-$(C_1\text{-}C_4)$alkyl.

137. (Previously Added) The compound of Claim 136, wherein X is –C(O)-.

138. (Previously Added) The compound of Claim 136, wherein R^{14} is a substituted or unsubstituted member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl.

139. (Previously Added) The compound of Claim 137, wherein R^{14} is a substituted or unsubstituted member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl.

140. (Previously Added) The compound of Claim 136, wherein R^3 is $(C_1\text{-}C_8)$acylamino.

141. (Previously Added) The compound of Claim 136, wherein R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo$(C_1\text{-}C_4)$alkyl, halo$(C_1\text{-}C_4)$alkoxy, cyano, nitro and phenyl.

142. (Previously Added) The compound of Claim 136, wherein R^{14} is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

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143. (Previously Added) The compound of Claim 136, wherein R^{14} is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

144. (Previously Added) The compound of Claim 136, wherein R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo$(C_1\text{-}C_4)$alkyl, halo$(C_1\text{-}C_4)$alkoxy, cyano, nitro and phenyl, and R^{14} is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl, $CONH_2$, methylenedioxy and ethylenedioxy.

145. (Previously Added) The compound of Claim 136, wherein R^1 is selected from the group consisting of methyl, ethyl and propyl, and R^2 is hydrogen.

146. (Previously Added) The compound of Claim 136, wherein R^1 and R^2 are each methyl.

147. (Previously Added) The compound of Claim 136, wherein L is $(C_1\text{-}C_4)$alkylene.

148. (Previously Added) The compound of Claim 136, wherein R^3 is a member selected from the group consisting of $(C_1\text{-}C_8)$alkoxy, $(C_3\text{-}C_9)$heterocyclyl and heteroaryl.

149. (Previously Added) The compound of Claim 136, wherein R^3 is heteroaryl.

150. (Previously Added) The compound of Claim 136, wherein R^3 is heteroaryl and R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the

group consisting of halogen, halo(C_1-C_4)alkyl, halo(C_1-C_4)alkoxy, cyano, nitro and phenyl.

151. (Previously Added) The compound of Claim 136, wherein R^3 is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl.

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152. (Previously Added) The compound of Claim 136, wherein R^1 and R^2 are each independently selected from the group consisting of H, methyl and ethyl; R^{14} is phenyl; L is methylene, ethylene or propylene; R^3 is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl; and R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C_1-C_4)alkyl, halo(C_1-C_4)alkoxy, cyano, nitro and phenyl.

153. (Previously Added) A pharmaceutical composition comprising the compound of Claim 136 and a pharmaceutically acceptable carrier or diluent.

154. (Previously Added) A method of treating an inflammatory or immune condition or disease in a subject, said method comprising administering to a subject in need of such treatment a therapeutically effective amount of the compound of Claim 136.

155. (Previously Added) The method of Claim 154, wherein said compound is administered orally, parenterally or topically.

156. (Previously Added) The method of Claim 154, wherein said compound modulates CXCR3.

157. (Previously Added) The method of Claim 154, wherein said compound is a CXCR3 antagonist.

158. (Previously Added) The method of Claim 154, wherein said inflammatory or immune condition or disease is selected from the group consisting of neurodegenerative diseases, multiple sclerosis, systemic lupus erythematosus, rheumatoid arthritis,

atherosclerosis, encephalitis, meningitis, hepatitis, nephritis, sepsis, sarcoidosis, psoriasis, eczema, uticaria, type I diabetes, asthma, conjunctivitis, otitis, allergic rhinitis, chronic obstructive pulmonary disease, sinusitis, dermatitis, inflammatory bowel disease, Behcet's syndrome, gout, viral infections, bacterial infections, organ transplant conditions and skin transplant conditions.

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159. (Previously Added) The method of Claim 158 wherein said inflammatory bowel disease is ulcerative colitis or Crohn's disease.

160.-161. (Canceled).

162. (Previously Added) A method of treating cancer in a subject, said method comprising administering to a subject in need of such treatment a therapeutically effective amount of the compound of Claim 136.

163. (Previously Added) The method of Claim 162, wherein R^4 is a member selected from the group consisting of $(C_1\text{-}C_{20})$alkyl, heteroaryl, aryl, heteroaryl$(C_1\text{-}C_6)$alkyl and aryl$(C_1\text{-}C_6)$alkyl.

164. (Previously Added) The method of Claim 162, wherein R^4 is benzyl.

165. (Previously Added) The method of Claim 162, wherein R^3 is a member selected from the group consisting of $(C_1\text{-}C_8)$alkoxy, $(C_3\text{-}C_9)$heterocyclyl and heteroaryl.

166. (Previously Added) The method of Claim 162, wherein R^3 is heteroaryl.

167. (Previously Added) The method of Claim 162, wherein R^3 is heteroaryl and R^4 is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo$(C_1\text{-}C_4)$alkyl, halo$(C_1\text{-}C_4)$alkoxy, cyano, nitro and phenyl.

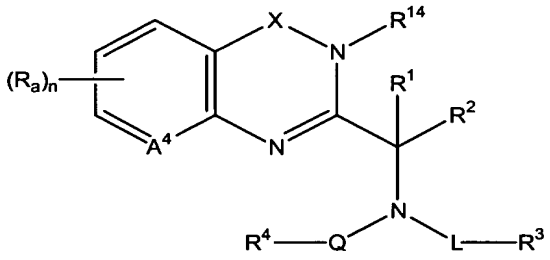
168. (Previously Added) The method of Claim 162, wherein R^3 is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl.

169. (Previously Added) The method of Claim 162, wherein said compound is administered orally, parenterally or topically.

170. (Previously Added) The method of Claim 162, wherein said compound modulates CXCR3.

171.-172. (Canceled).

173. (Currently Amended) A method of treating cancer in a subject, said method comprising administering to a subject in need of such treatment a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt ~~or prodrug~~ thereof wherein:

A^4 is N;

X is -C(O)-;

R^1 and R^2 are members independently selected from the group consisting of H, (C_1-C_8)alkyl, (C_1-C_8)alkoxy, aryl and heteroaryl, or optionally are combined to form a 3- to 8-membered ring having from 0 to 2 heteroatoms as ring vertices;

R^3 is a member selected from the group consisting of (C_1-C_8)alkoxy, amino, (C_1-C_8)alkylamino, di(C_1-C_8)alkylamino and N-(C_3-C_9)heterocyclyl;

R^4 is a member selected from the group consisting of (C_1-C_{20})alkyl, aryl, aryl(C_1-C_6)alkyl, heteroaryl, heteroaryl(C_1-C_6)alkyl, (C_2-C_{20})heteroalkyl, aryl(C_2-C_6)heteroalkyl, (C_1-C_6)alkoxy, aryloxy, aryl(C_1-C_6)alkoxy, heteroaryloxy,

heteroaryl(C_1-C_6)alkoxy, (C_1-C_6)alkylamino, arylamino, aryl(C_1-C_6)alkylamino, heteroarylamino and heteroaryl(C_1-C_6)alkylamino;

R^{14} is a member selected from the group consisting of (C_1-C_8)alkyl, aryl, aryl(C_1-C_8)alkyl, heteroaryl and heteroaryl(C_1-C_8)alkyl;

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Q is -C(O)-;

L is (C_1-C_8)alkylene;

the subscript n is an integer from 0 to 4; and

each R_a is independently selected from the group consisting of -R', alkoxy, halogen, perfluoro(C_1-C_4)alkyl, -NO_2, -NR'R", -$S(O)_2$R', -$S(O)_2$NR'R", -SR', -CO_2R', -CONR'R" and -NR"C(O)R', wherein R' and R" are independently selected from the group consisting of H, (C_1-C_8)alkyl, aryl and heteroaryl.

174. (Previously Added) The method of Claim 173, wherein R^1 is selected from the group consisting of H and (C_1-C_4)alkyl and R^2 is H.

175. (Previously Added) The method of Claim 173, wherein R^3 is a member selected from the group consisting of amino, (C_1-C_8)alkylamino, di(C_1-C_8)alkylamino and (C_3-C_9)heterocyclyl.

176. (Previously Added) The method of Claim 173, wherein R^3 is a member selected from the group consisting of amino, propylamino and azetidinyl.

177. (Previously Added) The method of Claim 173, wherein R^4 is selected from the group consisting of (C_1-C_{20})alkyl, phenyl, naphthyl, phenyl substituted with halogen, (C_1-C_8)alkyl, (C_1-C_8)alkoxy, nitro, CO_2H, methylenedioxy, trifluoromethyl, phenyl or vinyl, heteroaryl, heteroaryl substituted with (C_1-C_6)alkyl and benzyloxymethyl.

178. (Previously Added) The method of Claim 173, wherein R^4 is a member selected from the group consisting of (C_1-C_6)alkylamino, cyclohexylamino and substituted and

unsubstituted phenylamino, wherein said substituents are selected from the group consisting of halogen, (C_1-C_8)alkyl, (C_1-C_8)alkoxy and (C_1-C_8)alkylthio.

179. (Previously Added) The method of Claim 173, wherein R^4 is selected from the group consisting of substituted phenyl and naphthyl.

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180. (Previously Added) The method of Claim 173, wherein R^{14} is selected from the group consisting of (C_1-C_8)alkyl, benzyl, phenyl and naphthyl.

181. (Previously Added) The method of Claim 173, wherein R^{14} is selected from the group consisting of (C_1-C_8)alkyl, benzyl and substituted phenyl.

182. (Previously Added) The method of Claim 173, wherein R^{14} is benzyl or halobenzyl.

183. (Previously Added) The method of Claim 173, wherein L is (C_1-C_4)alkylene.

184. (Previously Added) The method of Claim 173, wherein each R_a is independently selected from the group consisting of hydrogen, halogen, methyl and trifluoromethyl.

185. (Previously Added) The method of Claim 173, wherein

R^1 is selected from the group consisting of H and (C_1-C_4)alkyl;

R^2 is H;

R^3 is a member selected from the group consisting of amino, (C_1-C_8)alkylamino, di(C_1-C_8)alkylamino and (C_3-C_9)heterocyclyl;

R^4 is selected from the group consisting of substituted phenyl and naphthyl;

R^{14} is selected from the group consisting of (C_1-C_8)alkyl, benzyl and substituted phenyl; and

each R_a is independently selected from the group consisting of hydrogen, halogen, methyl and trifluoromethyl.

186. (Previously Added) The method of Claim 173, wherein

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R^1 is selected from the group consisting of ethyl and propyl;

R^2 is H;

R^3 is a member selected from the group consisting of hydroxy, amino, propylamino and azetidinyl;

R^4 is substituted phenyl;

L is $(C_1\text{-}C_4)$alkylene;

R^{14} is benzyl or halobenzyl; and

each R_a is independently selected from the group consisting of hydrogen and halogen.

187. (Previously Added) A method of treating a CXCR3-mediated condition or disease in a subject, said method comprising administering to a subject in need of such treatment a therapeutically effective amount of the compound of Claim 136.

188. (Previously Added) A method in accordance with Claim 187, wherein said CXCR3-mediated condition is selected from the group consisting of neurodegenerative diseases, multiple sclerosis, systemic lupus erythematosus, rheumatoid arthritis, atherosclerosis, encephalitis, meningitis, hepatitis, nephritis, sepsis, sarcoidosis, psoriasis, eczema, uticaria, type I diabetes, asthma, conjunctivitis, otitis, allergic rhinitis, chronic obstructive pulmonary disease, sinusitis, dermatitis, inflammatory bowel disease, Behcet's syndrome, gout, cancer, viral infections, bacterial infections, organ transplant conditions and skin transplant conditions.

189. (Previously Added) The method of Claim 188 wherein said inflammatory bowel disease is ulcerative colitis or Crohn's disease.

190. (Previously Added) The method of Claim 187, wherein said compound modulates CXCR3.

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191.-192. (Canceled).

193. (Currently Amended) The method of Claim ~~187~~ 188, wherein said organ transplant condition is a bone marrow transplant condition or a solid organ transplant condition.

194. (Previously Added) The method of Claim 193, wherein said solid organ transplant condition is a kidney transplant condition, a liver transplant condition, a lung transplant condition, a heart transplant condition or a pancreas transplant condition.

195. (Previously Added) A method in accordance with Claim 187, wherein said CXCR3-mediated condition is psoriasis.

196. (Previously Added) A method in accordance with Claim 187, wherein said CXCR3-mediated condition is inflammatory bowel disease.

197. (Previously Added) A method in accordance with Claim 187, wherein said CXCR3-mediated condition is selected from the group consisting of multiple sclerosis, rheumatoid arthritis and organ transplant conditions.

198.-201. (Canceled).

202. (Previously Added) A method in accordance with Claim 187, wherein said subject is a human.

203. (Previously Added) A method for the modulation of CXCR3 function in a cell, comprising contacting said cell with a compound of Claim 136.

204. (Previously Added) A method for the modulation of CXCR3 function, comprising contacting a CXCR3 protein with a compound of Claim 136.